

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE ALTA MESA RESOURCES, INC.
SECURITIES LITIGATION

Case No. 4:19-cv-00957

Judge George C. Hanks, Jr

**[PROPOSED] ORDER GRANTING CLASS REPRESENTATIVES'
UNCONTESTED MOTION FOR ENTRY OF AN ORDER APPROVING NOTICE
OF PENDENCY OF CLASS ACTION, NOTICE PROCEDURES AND
APPOINTMENT OF NOTICE ADMINISTRATOR**

And now this _____ day of _____, 2024, upon consideration of the Class Representatives' Unopposed Motion for Entry of an Order Approving Notice of Pendency of Class Action, Notice Procedures and Appointment of Notice Administrator (the "Motion") relating to giving notice of pendency of this class action and Class members' rights of exclusion, and there being no objection by Defendants to the Court's entry of this Order, IT IS HEREBY DETERMINED AND ORDERED THAT the Motion is GRANTED as follows:

1. The proposed Notice of Pendency of Class Action (the "Printed Notice"), the proposed Summary Notice of Pendency of Class Action (the "Summary Notice"), and the Postcard Notice, all of which are attached to this Order as Exhibits "A," "B," and "C," respectively (collectively, the "Notice"), are found to comport with the mandates of Rule 23(c)(2)(B) of the Federal Rules of Civil Procedure in that the Notice plainly states the nature of the action, the definition of the Class certified, and the Class claims, and, advises each member of the Class that:

(a) the Court will exclude from the Class any member who requests exclusion by a specified date;

(b) the time and manner for requesting exclusion;

(c) any judgment in this litigation, whether favorable or not, will include all members who do not request exclusion and is binding; and

(d) any member who does not request exclusion may, if the member desires, enter an appearance through counsel.

2. Counsel for the Class Representatives shall cause the Postcard Notice to be mailed to all potential members of the Class who can be identified through reasonable effort, cause the Summary Notice to be published once in the national editions of *Investor's Business Daily* and *The Wall Street Journal*, and once over a national newswire service. The Printed Notice and the Summary Notice shall also be posted on a website established for this class action by JND Legal Administration ("JND") (which will serve as the Notice Administrator, *see infra*). The Court finds that the foregoing meets the requirements of Rule 23 of the Federal Rules of Civil Procedure, due process, and any other applicable law, and constitutes the best notice practicable under the circumstances and shall constitute due and sufficient notice to all persons and entities entitled thereof.

3. Alta Mesa, through its counsel, has provided Class Counsel with an electronic copy of transfer records containing the names and addresses of AMR shareholders, which list shall be provided to the Notice Administrator solely to facilitate prompt and efficient mailing or emailing of the Postcard Notice. The Notice Administrator will submit this list to the National Change of Address registry maintained by the United States Postal Service requesting updated address information. Any updated address information will be included in the data file used to complete the mailing of the Postcard Notice.

4. Class Counsel is hereby authorized to retain JND as the Notice Administrator. The Notice Administrator shall supervise and administer the Notice procedure as more fully set forth below:

(a) Not later than fourteen (14) days after entry of this Order, Class Counsel, through the Notice Administrator, shall cause a copy of the Postcard Notice, substantially in the form submitted to the Court and conformed as needed to comport with this Order, to be emailed or mailed by first class mail to all Class members who can be identified with reasonable effort appearing on the mailing list (the “Notice Date”);

(b) Contemporaneously with the mailing and emailing of the Postcard Notice, the Notice Administrator shall establish a dedicated website, to make available to Class members the full-length Printed Notice and other case information and filings, including: (1) the Court’s Order Granting Plaintiffs’ Motion for Class Certification and Appointment of Class Representatives and Class Counsel (Dkt. No. 241); (2) the Third Consolidated Amended Complaint for Violations of the Federal Securities Laws (Dkt. No. 218); (3) the Court’s Memorandum Opinion denying Defendants’ Motions to Dismiss (Dkt. No. 160); and (4) Defendants’ Answers (Dkt. Nos. 169, 170, 173, 176, 177 and 232), as well as such other documents as the parties may agree or the Court shall require. The website shall provide an address for the purpose of receiving requests for exclusion from the Class and requests for copies of the Printed Notice. The website will be available until at least one year after any settlement, other resolution, or the conclusion of trial and exhaustion of all possible appeals in this action. The Notice Administrator shall establish a toll-free telephone number for Class members to call if they have questions or to request copies of the Class notices or other documents; and

(c) Within seven (7) calendar days of mailing of the Postcard Notice, Class Counsel, through the Notice Administrator, shall cause the Summary Notice,

substantially in the form submitted to the Court, to be published once in the national editions of *Investor's Business Daily*, and *The Wall Street Journal*, and once over a national newswire service. The Summary Notice shall also be posted on the website for the class action established and maintained by JND.

5. The Notice Administrator shall use reasonable efforts to give notice to omnibus account or nominee owners such as brokerage firms and other persons or entities who held and/or purchased or acquired Alta Mesa shares as record owners but not as beneficial owners. To the extent the beneficial account holders are not known or readily available, nominee owners who purchased, acquired, or held stock for the benefit of another person during the Class Period shall be requested to send the Postcard Notice to all such beneficial owners within seven days after receipt thereof, or to send a list of names and addresses of such beneficial owners to the Notice Administrator within seven days of receipt thereof, in which event the Notice Administrator shall promptly mail the Postcard Notice to such beneficial owners and update the electronic mailing list. Nominee owners who elect to send the Postcard Notice to their beneficial owners shall send a statement to the Notice Administrator confirming that the mailing was made as directed. Additional copies of the Postcard Notice shall be made available to any record holder requesting the Postcard Notice for the purpose of distribution to beneficial owners. Such record holders shall be reimbursed by Class Counsel, upon receipt by the Notice Administrator of proper documentation, for the reasonable expense of sending the Postcard Notice to beneficial owners. Reasonable out-of-pocket expenses actually incurred in connection with the foregoing includes up to \$0.03 for providing names, addresses, and email addresses to the

Notice Administrator per record; up to a maximum of \$0.03 plus postage at the rate used by the Notice Administrator per Postcard Notice. The Notice Administrator will, contemporaneously with the mailing of the Postcard Notice, send a letter in the form set out in Exhibit “D” attached to this Order specifically requesting the brokerage firms, banks, and other nominees to, within seven days of receipt of the letter and Postcard Notice: (a) supply an Excel file, text file, or other compatible data format containing the names, email addresses if available, and mailing addresses of Class members; (b) indicate that they will email or mail the Postcard Notices themselves and identify how many Postcard Notices they require to complete the mailing; or (c) indicate they have no records of Class members as described in the Postcard Notice in this litigation. Copies of the Postcard Notice and the Printed Notice shall also be posted on the website established and maintained for the class action by the Notice Administrator.

6. The Notice Administrator shall also cause the Postcard Notice and the Printed Notice to be published by the Depository Trust Company (“DTC”) on the DTC Legal Notice System.

7. Any person falling within the definition of the Class shall be bound by all determinations and judgments in the above-captioned action, whether favorable or unfavorable to the Class, unless such person requests exclusion from the Class in a timely and proper manner, as hereinafter provided. A Class member wishing to make such a request for exclusion shall mail the request by first class mail postmarked no later than forty-five (45) days following the initial mailing described in Paragraph 4(a) above to the address designated in the Printed Notice and the case website. Such request for exclusion

shall clearly identify the name and address of the person seeking exclusion, the type and number of AMR/Silver Run securities purchased or otherwise acquired during the Class Period, the number of shares of Alta Mesa (Silver Run II) common stock and Silver Run II Units held as of the January 22, 2018 record date, be signed, and clearly state that the person requests to be excluded from the Class. Class members requesting exclusion from the Class shall not be entitled to any recovery that might be obtained in the above-captioned action, or bound by any Court orders or judgments in the above-captioned action.

8. The Notice Administrator shall identify and number all exclusion requests received and create images of those requests for Class Counsel and counsel for Defendants. The Notice Administrator shall maintain original requests in its files. The Notice Administrator shall promptly provide via email copies of any exclusion requests received to Class Counsel and counsel for Defendants.

9. Within seven (7) calendar days following the exclusion deadline, Class Counsel shall file with the Court proof of mailing of the Postcard Notice, proof of publication of the Summary Notice, and an affidavit or declaration setting forth a list of all persons and entities who have validly and timely requested exclusion from the Class, as well as a list of persons and entities who requested exclusion from the Class that were not deemed to be valid or timely.

10. Any member of the Class may enter an appearance in the above-captioned action, at their own expense, individually or through counsel of their own choice; such appearances must be entered no later than forty-five (45) days after the Notice Date. If they do not enter an appearance, they will be represented by Class Counsel.

11. Subject to potential reimbursement, the costs of notice shall be borne by Class Counsel.

12. This Order may be modified by the Court upon motion by any party, for good cause shown.

IT IS SO ORDERED.

DATED: _____

THE HONORABLE GEORGE C. HANKS, JR.
UNITED STATES DISTRICT JUDGE